

WINOKUR HERBERT S JR
Form 4
June 06, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
WINOKUR HERBERT S JR

2. Issuer Name and Ticker or Trading Symbol
NATCO GROUP INC [NTG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
30 EAST ELM STREET

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/06/2006

Director 10% Owner
 Officer (give title below) Other (specify below)

GREENWICH, CT 06830

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class A Common Stock, par value \$0.01 per share ⁽¹⁾ | 06/06/2006 | 06/06/2006 | J | 52,105 D \$ 0 | 1,319,500 | I | See Footnote ⁽³⁾ |
| Class A Common Stock, par value \$0.01 per share ⁽²⁾ | 06/06/2006 | 06/06/2006 | S | 750,000 D \$ 33.264 | 1,319,500 | I | See Footnote ⁽³⁾ |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WINOKUR HERBERT S JR 30 EAST ELM STREET GREENWICH, CT 06830 | X | X | | |

Signatures

/s/ Herbert S. Winokur, Jr. 06/06/2006

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents the distribution of 52,105 shares of NATCO Group Inc. ("Shares") by Capricorn Holdings, LLC ("Holdings LLC") to its members (including 31,628 shares to Winokur Family Investors, LLC, of which Mr. Winokur is a beneficial owner) in a pro rata distribution based on their ownership interests in Holdings LLC.
 - (2) Represents the sale on the open market of a total of 750,000 Shares by Capricorn Holdings, Inc. Mr. Winokur is the sole shareholder of Capricorn Holdings, Inc.
 - (3) After giving effect to the transactions described in footnote 1 and 2 above, Mr. Winokur holds 28,928 Shares directly, and 1,085,951 Shares indirectly through Capricorn Holdings, Inc. of which Mr. Winokur is the sole shareholder. Additionally, Winokur Family Investors, LLC, of which Mr. Winokur is a beneficial owner, directly owns 180,287 Shares (including 31,628 Shares distributed to it by

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Holdings LLC on June 6, 2006, as described in footnote 1). Capricorn Investors II, L.P. owns 24,334 Shares. Mr. Winokur is the managing member of Holdings LLC, the general partner of Capricorn Investors II, L.P. Mr. Winokur is deemed beneficial owner of 1,319,500 Shares. Mr. Winokur disclaims pecuniary interest in 167,662 Shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.